

**English translation of
THE STATUTES OF THE BRITISH BENEVOLENT ASSOCIATION OF THE
PROVINCE OF GIRONA
JUNE 2017**

SECTION 1: GENERAL REGULATIONS

Article 1.- Conforming to the Law 7/1997 dated the 18th June, with regard to associations in the Community of Catalonia, the entity named “**THE BRITISH BENEVOLENT ASSOCIATION OF THE PROVINCE OF GIRONA**” was legally constituted in Calonge (Girona) in 2006 and is governed by the aforementioned law and other general legal regulations, especially the fundamental Law 1/2002 which makes the application of these Statutes obligatory.

Article 2.- The association constituted is a private entity funded by individuals, with its own legal personality and capacity to operate, the aim of which is to provide-practical help, support, information and other assistance to British citizens and members of the Commonwealth resident, visiting or travelling through the Province of Girona, to which end it will collaborate with the British Consulate of Barcelona.-

Without prejudice to the above, the necessary prior authorisation must be sought and received for the practice of all those above activities, which require license and/or official public notification/or authorised permission.

Article 3.- The association created is non-profit making and indefinite in duration.

Article 4.- The official address is c/o Honorary British Consul, Passeig General Mendoza, 7 Pral. 17002 Girona, Girona Spain. Change of the official address must be agreed upon in an Assembly of members and must be communicated to the Public Registry where the entity is registered.

Article 5.- The Association will carry out activities within the Province of Girona.

Article 6.- The operation of the Association will be governed by representative and democratic principles, the Assembly of members being the highest authority.

SECTION 2: THE MEMBERS

Article 7.- The following are members of the entity

a) Honorary Life President(s)

b) Ordinary members, that is individuals of legal majority and legal entities, which following the requirements contained in the Statutes, ask for and obtain admission through a members' Assembly after having made the required donation which has been determined at their point of application to become members. Legal entities must name an individual as a representative.

Each member has one vote, whether Honorary Life President(s) or Ordinary Member.

Article 8.- All members have the right to participate in the activities organised by the entity and have both the right to be heard and have voting rights in the General Assembly being able to both elect and to be elected to governing positions within the entity.

Article 9.- All members have the following obligations:

- a) Comply with the statutory regulations of the Association, its internal regulations and agreements by the Association's designated representatives and Governing Committee, validly adopted and within their area of responsibility.
- b) Provide an address for communications to be sent by the Association and notify of any changes in this.
- c) Pay the membership admission donation, which is established for the economic maintenance of the entity and the realisation of its aims.

Article 10.- In the case of non-compliance with the statutory obligations of the Association, the Governing Committee, with the agreement of two thirds of the members, can sanction members who do not comply with their obligations both legal and to the Association's statutes.

Infringements can be classified as being minor, serious or very serious and the corresponding sanctions can range from a verbal warning to the loss of membership, in accordance with Association regulations. A sanction decision will always be communicated in an official manner to the individual in question.

The sanctioning procedure can be initiated either internally or as a consequence of a complaint or communication. Within 10 days the Governing Committee will name an official to deal with the sanctioning procedure and propose a solution within 15 days, with having investigated the incident with the alleged perpetrator. The final decision, with written justification, must be reviewed and adopted by the Governing Committee within 15 days. Expulsion of a member can only be ordered based on very serious infringements of these Statutes and the internal regulations.

An infringement is considered very serious if it is a direct violation of these Statutes or the internal regulations or in any case, which of damage to the image or interest of the Association.

The sanction of a member is to be notified to them by registered letter. The member concerned has the right to appeal against the said sanction if either a serious or very serious infringement, in the next General Assembly. The Governing Committee must be informed of the intention to appeal within 30 days of notification of the sanction. During the appeal period and while the resolution is being awaited, the member is suspended. A suspended member has no voting rights. The decision of the General Assembly is final.

An expelled member is not authorised to use either the name of the Association or its benefits.

SECTION 3: ECONOMIC REGULATIONS (FUNDS).-

Article 11.-

- 1) This association has no founding capital.
 - a) Association funds may be obtained from:
 - b) Membership admission donations.
 - c) Grants.
 - d) Donations.
 - e) Interest.
 - f) Loans.

- g) Specific income.
 - h) Any other legal means commensurate with the Association's statutes.
- 2) Members must pay an initial donation as required on joining.
 - 3) The treasurer will account for income and expenses and is responsible to the Governing Committee.
 - 4) The Association funds are to be paid in to a named association account with a recognised financial institution.
 - 5) To agree payments and to withdraw funds the signatures of two members of the Governing Committee are needed. These must be that of the Treasurer, and the President or the Secretary.
 - 6) Expenditure and expenses are to be agreed by at least five (5) members of the Governing Committee.
 - 7) The entity is to abide by the regulations of its own budget and capital, with the corresponding legal limitations and at no time can profits be shared out amongst members or the Governing Committee.

SECTION 4.- ADMINISTRATIVE MANAGEMENT AND REPRESENTATIVE BODIES.

1. Governing Committee

Article 12.-

The Governing Committee consists of a minimum of five and a maximum of fifteen people, in accordance with the decision of the Members Assembly.

- a) The members with the right to vote, will at the general meeting, by simple majority, vote for the President, Secretary and Treasurer before commencement of their elected period.
- b) The governing committee, by simple majority, will name a vice president and vice secretary, who are to fulfil the functions of stand in. The Governing Committee by a simple majority may vote other Governing Committee members into specific roles with appropriate titles. The Governing Committee is quorate when five of its members are minuted as present. A quorate meeting of the Governing Committee must include the President and Secretary (or their stand-ins) and three other members of the Governing Committee. The Governing Committee names a President, a Secretary and a Treasurer amongst the people forming a part of this. A Vice-President and Vice-Secretary who are to fulfil the functions of stand-in, can also be named.
- c) The members of the Governing Committee are to be elected for a period of two years by the Members Assembly by those with voting rights.
- d) The members of the Governing Committee can be suspended or dismissed by a two-thirds majority of the Members' votes at any time, where a valid reason has been provided.
- e) Suspension ends if the Members Assembly has not dismissed this person within three months. The member of the Governing Committee under suspension has the right to address and respond to questions from the Members Assembly.
- f) The Governing Committee meets by initiative of the Secretary or three members of the Governing Committee.
- g) If Governing Committee falls below the minimum membership mentioned in section A/, the Governing Committee can cover vacancies through the

- designation of substitutes, who should be members. Appointments made in this way should be ratified in the first General Assembly held after the event
- h) If a particular skill or knowledge is required, but not available within the Governing Committee membership, the Governing Committee can cover the shortfall through the designation of additional Governing Committee members up to a maximum membership of 15 (Article 12A), who should be paid up members of the members' assembly. Appointments made in this way should be ratified in the first General Assembly held after their designation by the Governing Committee.
 - i) Members of the Governing Committee are not remunerated.
 - j) Honorary Life Presidents, on their election by the General Assembly, become non-voting ex-officio members of the Governing Committee. The Governing Committee Secretary is obliged to provide meeting details, minutes and all the same relevant documentation to Honorary Life Presidents as circulated to ordinary Governing Committee members.
 - k) In the Assemblies and in the decision making of the Governing Committee, Articles 17 to 20 of the Law 7/1997 should be applied whenever possible.

Article 13.-

- a) The Governing Committee is responsible for the running of the Association.
- b) The Governing Committee is, after prior approval by the General Assembly, authorised to make agreements binding the Association itself.
- c) Decisions within the Governing Committee are made with a simple majority.

Article 14.- The Governing Committee represents the Association. Authorisation to represent the Association is given by the President together with the Secretary, who can be substituted respectively by the Vice-President or the Vice-Secretary, if needed.

2. General Meeting

Article 15.- General Assemblies must always be held within the Province of Girona in a place determined each time by the Governing Committee.

Article 16.- Members who are not suspended have access to the General Assemblies. A suspended member has access to the meetings, where the suspension decision is to be debated and has the right to comment on this subject.

All members have the right to vote in the General Assembly with the exception of suspended members. Each member has one vote. Members unable to attend a General Assembly have the right to designate, in writing, another member to be their proxy.

A unanimous decision by all the members, even though not made during a General Assembly and always as long as the Governing Committee has been previously informed, has the same value as a decision made in a General Assembly. This decision can also be reached in writing.

If neither the Law nor these Statutes require an absolute majority in the decision-making process of the General Assembly, decisions can be made with a simple majority of the collected votes. In the case of an equal number of votes, the President's vote is decisive. In the case of elections between various people, none of which have achieved a majority vote, the person with the most votes is elected.

Article 17.- The General Assembly is presided over by the President of the Governing Committee or in this person's absence, by the Vice-president. If neither of the people with these positions is present or they are away, the Assembly itself can elect a President for the meeting.

The holder of the position of Secretary will act as such and, in case of absence, the Vice-secretary, if there is one, and finally the person chosen for the occasion by the Assembly itself.

The results of the votes of the Assembly are final.

The Secretary will take minutes covering all the subjects dealt with and voted on, as well as the results of the voting at each Assembly. These minutes are to be approved in the same meeting or in the next General Assembly and should be signed by those acting as President and Secretary.

Article 18.- The financial year of the Association coincides with the calendar year. At least one General Assembly must be held annually, within six months of the end of the tax year. In this General Assembly the Governing Committee presents an annual report on the activities of the Association, and the actions under way and a financial balance derived from an income and expenditure account. This financial statement is to be duly signed by the President and the Treasurer of the Governing Committee. After the aforementioned time limit has passed any member can ask the members of the Governing Committee to comply with their obligations.

The financial accounts referred to should be audited each year and including the year 2007.

The General Assembly comments on the annual report and the activities of the Governing Committee of the previous year. Approval of the annual report frees the General Committee of responsibility for actions carried out.

Article 19.- General Assemblies are convened by the Governing Committee as often as considered necessary or as obliged by law and these Statutes.

By written petition of at least 10% of the members (not those suspended), the Governing Committee is obliged to organise a General Assembly, to be held within 30 days following receipt of the petition. If the petition has not been attended to after 15 days after notification, the people who have formulated the petition can convene a General Assembly themselves by sending a registered letter to each of the members containing the points to be discussed.

The call to a General Assembly of the members is to be made 30 days before the date of the Meeting, mentioning the subjects to be dealt with as well as the date, time and place of the Meeting.

SECTION 5.- MODIFICATION OF THE STATUTES.

Article 20.- Changes in the Statutes can only be made by the decision of the General Assembly, after this has been forewarned that a change in the Statutes is to be debated in the Assembly in question.

The notice of the General Meeting to vote on the change in the Statutes must be in writing with a notice of 30 days.

Those who have called a General Assembly to comment on the proposed change of Statutes, must send their proposals in writing at least thirty days before the Assembly to all members.

The change in the Statutes must be approved by a two-thirds majority vote of those present.

The first, second and third paragraphs above are not applicable if all the members with voting rights or their representatives are present in the General Assembly and if the change in the statutes is unanimously accepted.

The members of the Governing Committee are obliged to notify the corresponding Public Registries, in the legally established manner, of the agreement to modify the statutes.

SECTION 6 - LIQUIDATION AND CLOSURE

Article 21.- The Association can be dissolved by agreement adopted in the General Assembly called for this purpose with a vote of two thirds of the members present, always as long as this represents an absolute majority of Association members with voting rights.

The Association can also be dissolved by judicial resolution, by merging with or takeover by another associations, by the cancellation of its local and registration in the register of entities of a similar nature and by other causes designated by law.

In the case that it is decided to adopt the decision to dissolve the Association, the funds remaining after its liquidation are given to other charitable entities agreed upon in the final General Assembly, in accordance with the aims of the Association and always by what is determined by current legislation. In the case that no agreement is adopted in the final General Assembly as to the destiny of the funds remaining, these will be given to other charitable entities agreed upon following discussion between the holder at the time of the position of Honorary British Consul in Girona and officers of the British Consulate in Barcelona.

The Governing Committee can create a committee to take care of the liquidation.

After liquidation, the Association continues to exist for however long is needed to dispose of its capital. During this period the Statutes are valid as much as possible. In al correspondence, the words "in liquidation" must appear.

The liquidation process terminates once no capital exists to the knowledge of the liquidation committee. A responsible person must keep the books and documents of the dissolved Association for a period of ten years after liquidation. The responsible person must be formally designated and recorded by the liquidation committee.

The members of the Association are free from personal responsibility, this being limited to those obligations they contracted to voluntarily.

Registered in Girona, June 2017.